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June 1, 2021

VIA ECF

Hon. Diane Gujarati
United States District Court
225 Cadman Plaza East
Brooklyn, NY 11201

Re: *Aravind Bharadwaj v. NYC Green Transportation Group, LLC and
NuRide Transportation Group, LLC*, Case No. 1:21-cv-01520-DG-JLC

Dear Judge Gujarati:

We represent Defendants NYC Green Transportation Group, LLC (“NYC Green”) and NuRide Transportation Group, LLC (“NuRide”) (collectively, “Defendants”) in the above-captioned action. Pursuant to Your Honor’s Individual Practice Rule III(A)(2), Defendants request a pre-motion conference with the Court to allow Defendants to file a motion to dismiss Plaintiff Aravind Bharadwaj’s (“Plaintiff”) Complaint (ECF No. 1) under Federal Rule of Civil Procedure 12(b)(1) for lack of subject matter jurisdiction.

As a matter of law, the parties lack the complete diversity required to satisfy subject matter jurisdiction under 28 U.S.C. § 1332(a)(2). *See E.R. Squibb & Sons, Inc. v. Accident & Cas. Ins. Co.*, 160 F.3d 925, 930 (2d Cir. 1998). It is well settled that a limited liability company’s citizenship for purposes of evaluating diversity jurisdiction is determined by the citizenship of each of the limited liability company’s members. *See Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51-52 (2d Cir. 2000). In a complaint premised on diversity jurisdiction, Plaintiff “must allege the citizenship of natural persons who are members of a limited liability company and the place of incorporation and principal place of business of any corporate entities who are members of the limited liability company.” *Sienna Ventures, LLC v. Halley Equip. Leasing, LLC*, No. 18-cv-201(DRH)(GRB), 2018 U.S. Dist. LEXIS 56017, at *3 (E.D.N.Y. Apr. 2, 2018).

Both NYC Green and NuRide are limited liability companies, yet Plaintiff fails to allege the citizenship of any of its members. By failing to allege the citizenship of the LLC members, the Court cannot determine whether it has subject matter jurisdiction over the action, justifying dismissal of the Complaint. *See, e.g., Encompass Group, LLC v. Oceanside Inst. Inds.*, No. 16-cv-2560 (DRH)(AYS), 2018 U.S. Dist. LEXIS 75208 (E.D.N.Y. May 3, 2018) (dismissing complaint sua sponte for failing to allege residency or citizenship of LLC members); *Sienna Ventures*, 2018 U.S. Dist. LEXIS 56017 (same).

However, even if Plaintiff had pleaded the citizenship of NYC Green’s and NuRide’s members sufficiently, the parties cannot achieve complete diversity. As evidenced by the NYC Green Operating

Judge Diane Gujarati
June 1, 2021
Page 2

Agreement (the “Operating Agreement”), attached as Exhibit C to the Complaint (ECF No. 1-7), Plaintiff is a member of NYC Green. (Compl., Ex. C.) Specifically, Exhibit A to the Operating Agreement provides the Member Signature Page, complete with Plaintiff’s signature dated March 21, 2018. (*Id.* at p. 28.)

Because an LLC has the citizenship of all its members, NYC Green has the same citizenship as Plaintiff, vitiating complete diversity. *See Atanasio v. O’Neill*, 235 F. Supp. 3d 422, 426 (E.D.N.Y. 2017) (remanding to state court where “in this case—as in any other where a LLC and squabbling LLC members form a cohort of adverse parties—federal diversity jurisdiction over the squabble is not available under § 1332(a)”; *see also Sullivan v. Ruvoldt*, No. 16 Civ. 583 (ER), 2017 U.S. Dist. LEXIS 44544 (S.D.N.Y. Mar. 24, 2017) (granting defendants’ motion to dismiss for lack of subject matter jurisdiction where plaintiff remained a member of the LLC defendant). Amending the Complaint would be futile because complete diversity cannot be achieved as long as Plaintiff remains a member of NYC Green.

Accordingly, Defendants respectfully request a pre-motion conference with the Court to allow Defendants to file a motion to dismiss Plaintiff’s Complaint for lack of subject matter jurisdiction.

Respectfully submitted,

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cc: All Counsel (via ECF)